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BOARD OF DIRECTORS

Smt. Comilla Mohan

Managing Director

DIN : 00196231

Shri Satish Mohan

Non-Executive Director

DIN : 00230292

Shri Subhash Arya

Non-Executive Director

DIN : 00308369

Shri L.N. Malik

Independent Director

DIN : 00481449

Shri Sanjeev Bawa

Independent Director

DIN : 03633427

Shri Minas Kumar

Company Secretary

Shri Manoj Madan

Chief Financial Officer

Statutory Auditors

Ravi Kumar & Company

Chartered Accountants

Ghaziabad

Registrar & Transfer Agents :

Mas Services Pvt. Ltd.

T-34, IIInd Floor, Okhla Industrial Ares, Phase-II

New Delhi-110020

Secretarial Auditors

M/s. AKP & Associates

Practicing Company Secretary

Noida

ANNUAL GENERAL MEETING:

at 12.00 Noon, Thursday, the 15th September, 2016

at Solan Brewery. Pin Code -173 214 (Himachal Pradesh)

Registered Office : Solan Brewery. Pin Code - 173 214

Distt. : Solan (Himachal Pradesh)

Works : Mohan Nagar, Ghaziabad, (U.P.)-201007

NATIONAL CEREALS PRODUCTS LIMITED

NATIONAL CEREALS PRODUCTS LIMITED

CIN-L99999HP1948PLC001381

Regd. Office : Solan Brewery -173214, Distt. Solan (H.P.)

e-mail: ncpmohannagar@yahoo.co.in

Tel. 01792-230222

NOTICE OF MEETING

Notice is hereby given that the 68th Annual General Meeting of National Cereals Products Limited will be held at the Registered Office of the Company at Solan Brewery, District Solan (H.P.) on Thursday, the 15th September, 2016 at 12.00 Noon to transact the following business:-

1. To receive, consider and adopt the Financial Statements of the Company for the financial year 2016 including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Subhash Arya (DIN 00308369) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

M/s. Ravi Kumar & Co., Chartered Accountants (Firm Registration No.001086C), Ghaziabad retire at the conclusion of this Annual General Meeting and being eligible offers themselves for re-appointment.

RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013, read with rules and regulations made there under, and pursuant to recommendation of the Audit Committee of the Board and Ratification and comment of the Shareholders from time to time, M/s. Ravi Kumar & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till conclusion of the Sixty Ninth Annual General Meeting.

RESOLVED FURTHER THAT consent of the Shareholders be and is hereby accorded to the Board Authorizing them to fix such Remuneration as may be determined by the Board in consultation with the Auditor and that such Remuneration will paid in such manner as may be agreed upon between the said Auditor and the Board.

RESOLVED FURTHER THAT a letter intimating appointment of Auditor be issued to M/s. Ravi Kumar & Co., Chartered Accountant (The Auditors).

Regd. Office:
Solan Brewery, PO Shimla Hills
Distt. Solan-173214 (H.P.)

For ORDER OF THE BOARD

For National Cereals Products Limited

Date : August 10, 2016
Place: Solan (H.P.)

Minas Kumar
Company Secretary

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. The members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Members/Proxies/authorized representatives are requested to bring the duly filled in Attendance Slip enclosed herewith to attend the meeting.
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (" the Act") is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchange, of persons seeking appointment /re-appointment as Director(s) is/are also annexed.
6. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, the 13th day of September, 2016 to Thursday, the 15th day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting for the year 2015-16.
7. Shareholders desiring any information as regards the accounts are requested to write to the company at an early date so as to enable the management to keep the information ready at the meeting.
8. As per provision of the Companies Act, 2013, facility for making nominations is also available to the members in respect of the shares held by them. Nomination forms can be obtained from the company's registrar and transfer agent (RTA) or from the company at its registered office.
9. In accordance with the Companies Act, 2013, read with the rules framed there under, the Annual Report 2015-16 is being sent through electronic mode to those members whose email addresses are registered with the company/RTA unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
10. To support the Green Initiative the members who have not registered their email addresses are requested to register the same with RTA/company.
11. The members are requested to take note of the fact that the format of Register of Members as prescribed by the Ministry of Corporate Affairs, under the Companies Act, 2013, requires the company/RTA to record additional details of Members, including their PAN, email addresses, Bank Details, etc., A form for capturing the Additional Details is Annexed herewith this Notice. The members are requested to submit the duly filled in form to the company/RTA.
12. The Members are requested to notify any changes in their particulars like change in address, etc. to the Registrar & Transfer Agents of the Company.
13. As stated in point no-9, the Annual Report, Notice calling 68th AGM along with the Attendance Slip and Proxy Form, etc., are being sent to all members at the addresses registered with the Company/ RTA.
14. In pursuance of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015 and clause 35B of the Listing Agreement, the company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting by Electronic Means and the Business may be transacted through e-voting services arranged by Central Depository Services

NATIONAL CEREALS PRODUCTS LIMITED

Limited. The members may cast their vote using an electronic voting system from a place other than the venue of the Annual General Meeting (Remote e-voting).

15. In order to enable the members, who do not have the excess to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the company is enclosing a Ballot Form with this Notice. Instructions for Ballot Form are given at the Back of the said form and instructions for e-voting are being given herein below.
16. The facility for Voting through Ballot or Polling Paper shall be made available at the Annual General Meeting and the Members attending the meeting who have failed to cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the Meeting.
17. The members who have voted through Remote E-voting or by Ballot Form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. The e-voting will commence on Monday, the 12th September, 2016 at 10.00 am IST and end on Wednesday, the 14th September, 2016 at 5.00 pm IST. The cut-off date for the purpose of e-voting is Thursday, 8th day of September, 2016. Please read the instructions for e-voting carefully before exercising your vote electronically.
19. The Company has appointed Mr. Ashutosh Kumar Pandey, Company Secretary in whole time practice, as the Scrutinizer to conduct e-voting process in a fair and transparent manner. He will submit the final report on Thursday, the 15th day of September, 2016 by 11.00 a.m. and Result of e-voting shall be declared by the chairman of the 68th Annual General Meeting.
20. The Register of Directors & Key Management Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
21. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
22. Members may also note that the Notice of the 68th Annual General Meeting and the Annual Report for 2016 will also be available at the Company's Registered Office in Himachal Pradesh for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company Secretary, at email id: ncpmohannagar@yahoo.co.in
23. Process and Manner of the Remote E-voting are as under:-

Instruction for e-voting

In case of members receiving e-mail:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "NATIONAL CEREALS PRODUCTS LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

NATIONAL CEREALS PRODUCTS LIMITED

PAN*	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> ◆ -Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. ◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Detail or Date of Birth DOB	<ul style="list-style-type: none"> ◆ -Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ◆ -If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL, platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN Number 160816067 for the relevant National Cereals Products Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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(i) Note for Non – Individual Shareholders and Custodians

- ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ◆ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ◆ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ◆ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

The e-voting will commence on Monday, the 12th September, 2016 at 10.00 am IST and end on Wednesday, the 14th September, 2016 at 5.00 pm IST. The cut-off date for the purpose of e-voting is Thursday, 8th day of September, 2016. Please read the instructions for e-voting carefully before exercising your vote electronically.

The Company has appointed Mr. Ashutosh Kumar Pandey, Company Secretary in whole time practice, as the Scrutinizer to conduct e-voting process in a fair and transparent manner. He will submit the final report on Thursday, the 15th day of September, 2016 by 11.00 a.m.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. No. (i) to sl. No. (xvi) above to cast vote. The voting period begins on Monday, the 12th September, 2016 at 10.00 am IST and end on Wednesday, the 14th September, 2016 at 5.00 pm IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evotingindia.com.

Regd. Office:
Solan Brewery, PO Shimla Hills
Distt. Solan-173214 (H.P.)
Date : August 10, 2016
Place: Solan (H.P.)

By ORDER OF THE BOARD
For National Cereals Products Limited
Minas Kumar
Company Secretary

Particulars of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to clause 49 of the listing agreement:

1	Name	:	Shri Subhash Arya
	Age	:	72 years
	Qualification	:	Higher Secondary
	Experience	:	Leading Businessman
	Other Directorship	:	Name of the Company Trade Links Private Limited
	Shareholding in the Company	:	450 shares

NATIONAL CEREALS PRODUCTS LIMITED

DIRECTORS REPORT

TO THE MEMBERS

Your Director present their 68th Annual Report on the business and operations of the Company with Audited Statements of accounts, for the Financial Year ended March 31, 2016 together with the report of the Auditors, M/s. Ravi Kumar & Co., Chartered Accountants.

Financial summary or highlights/Performance of the Company

The Company suffered the loss due to low production & sales and cost of raw material & overhead expenses could not be absorbed in the selling price. However, the loss for the year has been decreased by 20.22% in comparison to previous year. Your Company has a loss of Rs.63, 16,357/- as against previous year Rs. 79, 17,447/- . During the year under review, your company has registered Gross Revenue of Rs. 2, 18,73,399/- which is 6.44% high as compared to last years' Gross Revenue.

Highlights:-

Gross Revenue	Rs. 2,18,73,399	2,05,48,967
Profit/(Loss) after Tax (PAT)	Rs. (63,16,357)	(79,17,447)
Earning Per Share	Rs. (4.81)	(6.02)
Face Value Per Share	Re.1	Re.1

Financial Results:

Particulars	Financial Year 2015-2016 Amount Rs.	Financial Year 2014-2015 Amount Rs.
Revenue From Operations	1,97,34,326	1,88,76,830
Other Income	21,39,073	16,72,137
Total Revenue	2,18,73,399	2,05,48,967
Profit/(Loss) before Interest, Depreciation & Tax (PBIDT)	(62,27,436)	(74,34,850)
Profit/(Loss) before tax (PBT)	(62,52,215)	(77,36,267)
Profit/(Loss) after tax (PAT)	(63,16,357)	(79,17,447)
Transfer to General Reserve	(63,16,357)	(79,17,447)

Change in the nature of business, if any

No such change taken place during the year in question.

Directors and Key Managerial Personnel

Mr. Subhash Arya (DIN00308369) Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Name of companies which have become or ceased to be subsidiaries, joint ventures or associate companies during the year

There is nothing to report under this head.

Deposits

The company has not invited and accepted deposits from the public.

Insurance

The Company's stocks are fully insured against risks of fire, riot and malicious damages.

Transfer to Reserves

During the year under consideration, your board has recommended to adjust/transfer the loss of the year against general reserve.

Dividend

Your company has not paid any dividend for the year under consideration.

Material changes and commitments, if any, affecting the financial position of the company.

No such changes and commitments have taken place during the year under consideration.

Risk management policy

The company has adopted proper and suitable risk management policy to deal with the probable risk including identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

Certification by Managing Director and Chief Financial Officer (CFO) pursuant to Clause 49 (V) of the listing agreement.

Certification by Managing Director and Chief Financial Officer (CFO) pursuant to Clause 49 (V) of the listing agreement is being attached herewith which forms an integral part of the directors' report.

Board Evaluation

This forms an integral part of the Corporate Governance Report.

Declaration by an Independent Directors

The independent Directors of the company, in opinion of the Board, are the person of integrity and possess relevant expertise and experience and they are not related with the company, its associates and promoters in any manner or aspect except being Independent. The declaration as required under section 149 (6) has already been obtained and forming part of this report.

Company's Policy on Appointment of Directors, their Remuneration and other related things

The company is having its policy on appointment of Directors, their Remuneration and other related things which are in conformity of the Laws, Rules and Regulations. The nomination and remuneration committee of the Board has to play a wider role in the matter.

Comments by the Board on every qualification, reservation or adverse remark or disclaimer

There is no qualification, reservation and adverse remarks, hence no comment is required.

Particulars of loans, guarantees or investments under section 186

There is nothing to report under this head.

Particulars of contracts or arrangements with related parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, is being attached herewith in Form AOC-2 as an integral part of this report.

Internal Control System

Your Company has a well established and efficient internal control system and procedures. The Company has a well-defined delegation of the financial powers to its various executives through a well-designed system of delegation. The Company has in-house Internal Audit Department commensurate with its size of operations.

Health, Safety & Welfare (HSW)

Safety, occupational health and welfare of the employee has been the prime concerns of the company and accordingly your company has worked upon implementation of various provisions and facilities in this regard and continuously working for betterment for the same.

Vigil Mechanism

This forms an integral part of the Corporate Governance Report.

Share Capital

There is no change in the share capital of the company during the year.

Particulars of Employees

Particulars of Employees forms part of Form MGT-9 and is being attached as an Annexure.

Board Meetings

The details of the Board meeting held during the year ended on 31.03.2016 are part of the Corporate Governance Report.

Subsidiary/Joint Ventures/Associate Companies

There are no subsidiary/Joint Ventures Companies.

Auditors

M/s Ravi Kumar & Co., Chartered Accountants, Statutory Auditors of company retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of 2016-2017 from the conclusion of this Annual General Meeting [AGM] till the conclusion of next AGM.

Auditors' Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

Disclosure about Cost Audit

The provisions pertaining to Cost Audit are not applicable to your company.

Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. AKP & Associates, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure to this report. The report is self-explanatory and do not call for any further comments.

Board committees

This forms an integral part of the Corporate Governance Report.

Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report is attached.

Disclosure as per rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The disclosure as per rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is being attached separately as an integral part of this report.

Corporate Governance

The company has been taking all good effort to ensure better corporate governance and is succeeded so far. It is imperative that affairs of the company are being managed in a fair and transparent manner. A declaration by the Managing Director pursuant to clause 49(1)(D)(ii) of the listing agreement stating that all the Board members and senior Management of the Company have affirmed compliance with the code of conduct, during the financial year ended 31st March 2016 is also attached and forms part of this report.

Management Discussion and Analysis

There is nothing to report under this head.

Obligation of company under the sexual harassment of women at workplace (prevention, prohibition and redressal) Act, 2013

The company has all good intention to comply with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, though, it has no women employees as of now.